

Presentment Date and Time: April 18, 2014 at 12:00 p.m. (ET)
Objection Deadline: April 17, 2014 at 4:00 p.m. (ET)

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Counsel for the ResCap Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**NOTICE OF PRESENTMENT OF STIPULATION AND ORDER
WITHDRAWING PROOFS OF CLAIM FILED BY INDIVIDUAL STATE
PARTIES IN CONNECTION WITH THE DOJ/AG SETTLEMENT**

PLEASE TAKE NOTICE that the undersigned will present the attached proposed *Stipulation and Order Withdrawing Proofs of Claim Filed by Individual State Parties in Connection with the DOJ/AG Settlement* (the “Stipulation and Order”), to the Honorable Martin Glenn, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), Alexander Hamilton Custom House, One

Bowling Green, New York, New York 10004, Room 501, for signature on **April 18, 2014 at 12:00 p.m. (Prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Stipulation and Order must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **April 17, 2014 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the ResCap Liquidating Trust, Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019 (Attention: Norman S. Rosenbaum and Jordan A. Wishnew) and 2000 Pennsylvania Avenue, NW Suite 6000, Washington, DC 20006-1888 (Attention: Alexandra Steinberg Barrage); (b) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, NY 10014 (Attention: Linda A. Riffkin and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri and Ray Schrock); (g) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein and Douglas Mannal); (h) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (i) counsel for Berkshire Hathaway Inc., Munger, Tolles &

Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (j) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); (k) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director); and (l) counsel for the States, Ohio Attorney General, 1600 Carew Tower, 441 Vine Street, Cincinnati, Ohio, 45202 (Attention: Victoria D. Garry, Senior Assistant Attorney General) and Donn D. Rosenblum, Principal Assistant Attorney General, 150 East Gay Street, 21st Floor, Columbus, Ohio 43215.

PLEASE TAKE FURTHER NOTICE that, if no objections to the Stipulation and Order are timely filed, served and received in accordance with this Notice, the Court may enter the Stipulation and Order without further notice or hearing.

Dated: April 11, 2014
New York, New York

Respectfully submitted,

/s/ Norman S. Rosenbaum
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Counsel for the ResCap Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**STIPULATION AND ORDER WITHDRAWING PROOFS OF CLAIM FILED BY
INDIVIDUAL STATE PARTIES IN CONNECTION WITH
THE DOJ/AG SETTLEMENT**

This stipulation (“Stipulation”) is made and entered into between The ResCap Liquidating Trust (the “Liquidating Trust”) established pursuant to the terms of the Plan (as defined below) in the above-captioned bankruptcy cases (the “Chapter 11 Cases”) and the Attorney General of Ohio, on behalf of all States¹ that filed proofs of claim in the Chapter 11 Cases in connection with the DOJ/AG Settlement² (each a “State” and collectively, the “States,”³ and together with the Liquidating Trust, the “Parties”), through their respective counsel, to withdraw the State Claims (defined herein), listed on **Exhibit 1** annexed hereto, from the Debtors’ Claims Register (defined herein).

¹ The Commonwealth of Massachusetts also filed proofs of claim in the Chapter 11 Cases, including in connection with the DOJ/AG Settlement. Such proofs of claim will be addressed separately between the Liquidating Trust and the Commonwealth of Massachusetts.

² “DOJ/AG Settlement” means the Consent Judgment filed by the United States District Court for the District of Columbia (Case: 1:12-cv-00361-RMC) on April 4, 2012.

³ The States include Arizona, California, Delaware, Florida, Hawaii, Idaho, Illinois, Indiana, Louisiana, Maryland, Michigan, Minnesota, Mississippi, Missouri, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oregon, Pennsylvania, Texas, and Utah.

RECITALS

WHEREAS, on May 14, 2012 (the “Petition Date”), each of the debtors in the Chapter 11 Cases (collectively, the “Debtors”) filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”);

WHEREAS, on the Petition Date, the Court entered an order jointly administering the Chapter 11 Cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”);

WHEREAS, on May 16, 2012, the Court entered an order [Docket No. 96] appointing Kurtzman Carson Consultants LLC (“KCC”) as the notice and claims agent in the Chapter 11 Cases. Among other things, KCC is authorized to maintain an official claims register for the Debtors (the “Claims Register”);

WHEREAS, on August 29, 2012, this Court entered an order approving the Debtors’ motion to establish procedures for filing proofs of claim in the Chapter 11 Cases [Docket No. 1309] (the “Bar Date Order”). The Bar Date Order established, among other things, (a) November 9, 2012 at 5:00 p.m. (Prevailing Eastern Time) as the deadline to file proofs of claim by virtually all creditors against the Debtors (the “General Bar Date”) and prescribed the form and manner for filing proofs of claim; and (b) November 30, 2012 at 5:00 p.m. (Prevailing Eastern Time) as the deadline for governmental units to file proofs of claim (the “Governmental Bar Date”). (Bar Date Order ¶¶ 2, 3). On November 7, 2012, the Court entered an order extending the General Bar Date to November 16, 2012 at 5:00 p.m. (Prevailing Eastern Time) [Docket No. 2093]. The Governmental Bar Date was not extended;

WHEREAS, on or prior to the Governmental Bar Date, the States filed general

unsecured proofs of claim against certain of the Debtors, each in unliquidated amounts (collectively, the “State Claims”). In general, the State Claims are based on each State’s asserted right to enforce claims in connection with regulating the Debtors’ conduct in their mortgage servicing business, as set forth in the DOJ/AG Settlement. Each of the State Claims is identified on Exhibit 1 annexed hereto, which includes the claim number designated by KCC on the Claims Register;

WHEREAS, on August 23, 2013, the Court entered an *Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan Proponents’ Joint Chapter 11 Plan, (III) Approving the Form of Ballots, (IV) Scheduling a Hearing on Confirmation of the Plan, (V) Approving Procedures for Notice of the Confirmation Hearing and For Filing Objections to Confirmation of the Plan, and (VI) Granting Related Relief* [Docket No. 4809] (the “Disclosure Statement Order”) authorizing the Plan Proponents (as defined in the Disclosure Statement Order) to, among other things, solicit votes on the proposed Chapter 11 plan (as amended, the “Plan”);

WHEREAS, on or about August 29, 2013, ballots were sent by KCC to the States entitling the States to vote to accept or reject the Plan;

WHEREAS, on October 21, 2013, certain States, through the Attorney General of Ohio, filed an objection to the Plan [Docket No. 5415] (the “Plan Objection”), asserting that the Plan’s “Injunction” provision was overly broad and improperly limited the States’ asserted enforcement rights as set forth in the DOJ/AG Settlement;

WHEREAS, on or about November 19, 2013, after good faith, arm’s-length negotiations among the Debtors and certain States, an agreement was reached with respect to issues concerning the State Claims, the Plan Objection was resolved, and subsequently, the

States agreed to withdraw the State Claims upon the Effective Date and the Confirmation Order becoming a final, non-appealable order;

WHEREAS, on December 11, 2013, following the confirmation hearing, the Bankruptcy Court entered an *Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors* (the “Confirmation Order”) approving the terms of the Plan filed in these Chapter 11 Cases [Docket No. 6065]. On December 17, 2013, the Effective Date (as such term is defined in the Plan) of the Plan occurred, and, among other things, the Liquidating Trust was established [Docket No. 6137];

WHEREAS, the Plan provides for the creation and implementation of the Liquidating Trust. *See* Plan, Art. VI.A-D; *see also* Confirmation Order ¶ 22. Further, pursuant to the Confirmation Order:

In accordance with the provisions of the Plan, pursuant to section 363 of the Bankruptcy Code and Bankruptcy Rule 9019(a), without any further notice to or action, order or approval of the Bankruptcy Court, after the Effective Date, the Liquidating Trust may compromise and settle Claims against the Debtors and Causes of Action against other Entities.

Confirmation Order ¶ 20; and

WHEREAS, the Liquidating Trust has determined that entering into this Stipulation is in the best interests of the Liquidating Trust, the Liquidating Trust’s constituents, the Debtors, and other parties in interest.

NOW, THEREFORE, in consideration of the foregoing, the Parties hereby stipulate and agree as follows, and IT IS ORDERED:

1. The Recitals form an integral part of this Stipulation and are incorporated fully herein.

2. Pursuant to Bankruptcy Rule 3006, the States withdraw each of the State Claims, identified on **Exhibit 1** annexed hereto, from the Claims Register.

3. The Parties represent and warrant that each has full and requisite power and authority to enter into and perform its obligations under this Stipulation. In connection therewith, the undersigned is authorized to enter into this Stipulation on behalf of the Liquidating Trust, and the Attorney General of Ohio is authorized to enter into this Stipulation on behalf of the States.

4. This Stipulation constitutes the entire agreement and understanding between the Parties with regard to the matters addressed herein, and supersedes all prior and contemporaneous discussions, negotiations, understandings and agreements, whether oral or written, express or implied, between and among the Parties hereto regarding the subject matter of this Stipulation.

5. This Stipulation may be executed in any number of counterparts, and each such counterpart is to be deemed an original for all purposes, but all counterparts shall collectively constitute one agreement. Further, electronic signatures or transmissions of an originally signed document by facsimile or PDF shall be as fully binding on the Parties as an original document.

6. This Stipulation shall be binding on the Parties upon execution, and may not be altered, modified, changed or vacated without the prior written consent of the Parties or their respective counsel, as applicable.

7. This Stipulation shall be binding upon the Parties as well as any successor in interest.

8. The Parties hereby are authorized to take any and all actions reasonably

necessary to effectuate the relief granted pursuant to this Stipulation. KCC is authorized and directed to take all actions as are necessary and appropriate to implement and effectuate the terms of this Stipulation, including updating the Claims Register to reflect the withdrawal of the State Claims.

9. The Court shall retain jurisdiction with respect to implementation and enforcement of the terms of this Stipulation, and all Parties submit to the jurisdiction of the Court for purposes of implementing and enforcing this Stipulation.

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IN WITNESS WHEREOF, and in agreement herewith, the Parties have executed and delivered this Stipulation as of the date set out below.

Dated: April 11, 2014

/s/ Norman S. Rosenbaum

Norman S. Rosenbaum
Alexandra Steinberg Barrage
Jordan A. Wishnew
MORRISON & FOERSTER LLP
250 West 55th Street
New York, New York 10019
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Counsel for The ResCap Liquidating Trust

Dated: April 11, 2014

/s/ Donn D. Rosenblum

Victoria D. Garry
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and

Donn D. Rosenblum
Principal Assistant Attorney General
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Columbus, Ohio 43215
Telephone: (614) 728-5754
Facsimile: (866) 591-5768

On behalf of the States

SO ORDERED:

Dated: _____, 2014

HONORALE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

The Claims

Residential Capital, LLC, et al.

Listing of State Attorney General "Consent Judgment" Claims

Claim No	Date Filed	Claimant Name	Debtor Name per KCC	Claims Classification	
				Unsecured	Secured
5966	11/28/2012	The State of Texas	GMAC Mortgage, LLC	UNLIQUIDATED	
5972	11/28/2012	The State of Texas	Residential Capital, LLC	UNLIQUIDATED	
5973	11/28/2012	The State of Texas	Residential Funding Company, LLC	UNLIQUIDATED	
6006	11/29/2012	State of Missouri	Residential Funding Company, LLC	UNLIQUIDATED	
6007	11/29/2012	State of Missouri	Residential Capital, LLC	UNLIQUIDATED	
6008	11/29/2012	State of Missouri	GMAC Mortgage, LLC	UNLIQUIDATED	
6012	11/29/2012	The State of North Carolina	GMAC Mortgage, LLC	UNLIQUIDATED	
6013	11/29/2012	The State of Texas	Residential Capital, LLC	UNLIQUIDATED	
6016	11/29/2012	The State of North Carolina	Residential Funding Company, LLC	UNLIQUIDATED	
6017	11/29/2012	Office of the Nevada Attorney General	Residential Capital, LLC	UNLIQUIDATED	
6019	11/29/2012	State of Hawaii	GMAC Mortgage, LLC	UNLIQUIDATED	
6020	11/29/2012	State of Hawaii	Residential Capital, LLC	UNLIQUIDATED	
6021	11/29/2012	State of Idaho	Residential Capital, LLC	UNLIQUIDATED	
6022	11/29/2012	California Department of Justice	Residential Capital, LLC	UNLIQUIDATED	
6023	11/29/2012	State of Wisconsin	GMAC Mortgage, LLC	UNLIQUIDATED	
6024	11/29/2012	State of Wisconsin	Residential Funding Company, LLC	UNLIQUIDATED	
6026	11/29/2012	State of New Mexico, ex rel. Attorney General Gary K. King	Residential Capital, LLC	\$1.00	
6027	11/29/2012	Mississippi Attorney Generals Office	Residential Funding Company, LLC	UNLIQUIDATED	
6029	11/29/2012	State of Florida, Department of Legal Affairs, Office of the Attorney General	Residential Capital, LLC	UNLIQUIDATED	
6030	11/29/2012	State of New York	Residential Capital, LLC	UNLIQUIDATED	
6031	11/29/2012	State of Florida, Department of Legal Affairs, Office of the Attorney General	GMAC Mortgage, LLC	UNLIQUIDATED	
6032	11/29/2012	State of Florida, Department of Legal Affairs, Office of the Attorney General	Residential Funding Company, LLC	UNLIQUIDATED	
6034	11/29/2012	Mississippi Attorney Generals Office	Residential Capital, LLC	UNLIQUIDATED	
6035	11/29/2012	State of New York	Residential Funding Company, LLC	UNLIQUIDATED	
6037	11/29/2012	Illinois Attorney General	Residential Capital, LLC	UNLIQUIDATED	
6038	11/29/2012	Illinois Attorney General	GMAC Mortgage, LLC	UNLIQUIDATED	
6040	11/29/2012	Mississippi Attorney Generals Office	GMAC Mortgage, LLC	UNLIQUIDATED	
6041	11/29/2012	State of New York	GMAC Mortgage, LLC	UNLIQUIDATED	
6042	11/29/2012	State of Wisconsin	Residential Capital, LLC	UNLIQUIDATED	
6044	11/29/2012	Oregon Department of Justice	GMAC-RFC Holding Company, LLC	UNLIQUIDATED	
6045	11/29/2012	Oregon Department of Justice	GMAC Model Home Finance I, LLC	UNLIQUIDATED	
6046	11/29/2012	Oregon Department of Justice	GMAC Mortgage USA Corporation	UNLIQUIDATED	
6047	11/29/2012	Oregon Department of Justice	GMAC Mortgage, LLC	UNLIQUIDATED	
6048	11/29/2012	Oregon Department of Justice	GMAC Residential Holding Company, LLC	UNLIQUIDATED	
6049	11/29/2012	Oregon Department of Justice	RAHI B, LLC	UNLIQUIDATED	
6050	11/29/2012	Oregon Department of Justice	RAHI A, LLC	UNLIQUIDATED	
6051	11/29/2012	Oregon Department of Justice	PATI Real Estate Holdings, LLC	UNLIQUIDATED	
6052	11/29/2012	Oregon Department of Justice	GMAC RH Settlement Services, LLC	UNLIQUIDATED	
6053	11/29/2012	Oregon Department of Justice	GMACM Borrower LLC	UNLIQUIDATED	
6054	11/29/2012	Oregon Department of Justice	GMACM REO LLC	UNLIQUIDATED	
6055	11/29/2012	Oregon Department of Justice	GMACR Mortgage Products, LLC	UNLIQUIDATED	
6056	11/29/2012	Oregon Department of Justice	HFN REO Sub II, LLC	UNLIQUIDATED	
6057	11/29/2012	Oregon Department of Justice	Home Connects Lending Services, LLC	UNLIQUIDATED	
6058	11/29/2012	Oregon Department of Justice	Homecomings Financial Real Estate Holdings, LLC	UNLIQUIDATED	
6059	11/29/2012	Oregon Department of Justice	Residential Consumer Services of Ohio, LLC	UNLIQUIDATED	
6060	11/29/2012	Oregon Department of Justice	Homecomings Financial, LLC	UNLIQUIDATED	
6061	11/29/2012	Oregon Department of Justice	Residential Consumer Services of Alabama, LLC	UNLIQUIDATED	
6062	11/29/2012	Oregon Department of Justice	Ladue Associates, Inc.	UNLIQUIDATED	
6063	11/29/2012	Oregon Department of Justice	Residential Asset Securities Corporation	UNLIQUIDATED	
6064	11/29/2012	Oregon Department of Justice	Passive Asset Transactions, LLC	UNLIQUIDATED	
6065	11/29/2012	Oregon Department of Justice	PATI A, LLC	UNLIQUIDATED	
6066	11/29/2012	Oregon Department of Justice	PATI B, LLC	UNLIQUIDATED	
6067	11/29/2012	Oregon Department of Justice	Residential Funding Mortgage Securities I, Inc.	UNLIQUIDATED	
6068	11/29/2012	Oregon Department of Justice	Residential Funding Mortgage Exchange, LLC	UNLIQUIDATED	
6069	11/29/2012	Oregon Department of Justice	Residential Asset Mortgage Products, Inc.	UNLIQUIDATED	
6070	11/29/2012	Oregon Department of Justice	Residential Consumer Services, LLC	UNLIQUIDATED	
6071	11/29/2012	Oregon Department of Justice	Residential Accredited Loans, Inc.	UNLIQUIDATED	
6072	11/29/2012	Oregon Department of Justice	Residential Consumer Services of Texas, LLC	UNLIQUIDATED	
6073	11/29/2012	Oregon Department of Justice	RCSFJV2004, LLC	UNLIQUIDATED	
6074	11/29/2012	Oregon Department of Justice	RFC SFJV-2002, LLC	UNLIQUIDATED	
6075	11/29/2012	Oregon Department of Justice	RFC REO LLC	UNLIQUIDATED	
6076	11/29/2012	Oregon Department of Justice	RFC Construction Funding, LLC	UNLIQUIDATED	
6077	11/29/2012	Oregon Department of Justice	RAHI Real Estate Holdings, LLC	UNLIQUIDATED	
6078	11/29/2012	Oregon Department of Justice	RFC Borrower LLC	UNLIQUIDATED	
6079	11/29/2012	Oregon Department of Justice	Residential Funding Company, LLC	UNLIQUIDATED	
6080	11/29/2012	Oregon Department of Justice	RFC Asset Management, LLC	UNLIQUIDATED	
6081	11/29/2012	Oregon Department of Justice	Residential Capital, LLC	UNLIQUIDATED	
6082	11/29/2012	Oregon Department of Justice	RFC Asset Holdings II, LLC	UNLIQUIDATED	
6083	11/29/2012	Oregon Department of Justice	RFC-GSAP Servicer Advance, LLC	UNLIQUIDATED	
6084	11/29/2012	Oregon Department of Justice	ditech, LLC	UNLIQUIDATED	
6085	11/29/2012	Oregon Department of Justice	DOA Holding Properties, LLC	UNLIQUIDATED	
6086	11/29/2012	Oregon Department of Justice	Residential Mortgage Real Estate Holdings, LLC	UNLIQUIDATED	
6087	11/29/2012	Oregon Department of Justice	DOA Properties IX (Lots-Other), LLC	UNLIQUIDATED	
6088	11/29/2012	Oregon Department of Justice	Residential Funding Real Estate Holdings, LLC	UNLIQUIDATED	
6089	11/29/2012	Oregon Department of Justice	Residential Funding Mortgage Securities II, Inc.	UNLIQUIDATED	
6090	11/29/2012	Oregon Department of Justice	EPRE LLC	UNLIQUIDATED	
6091	11/29/2012	Oregon Department of Justice	Equity Investment I, LLC	UNLIQUIDATED	
6092	11/29/2012	Oregon Department of Justice	ETS of Virginia, Inc.	UNLIQUIDATED	
6093	11/29/2012	Oregon Department of Justice	ETS of Washington, Inc.	UNLIQUIDATED	
6094	11/29/2012	Oregon Department of Justice	Executive Trustee Services, LLC	UNLIQUIDATED	
6125	11/30/2012	The State of Nebraska	Residential Funding Company, LLC	UNLIQUIDATED	
6140	11/30/2012	The State of Nebraska	GMAC Mortgage, LLC	UNLIQUIDATED	
6144	11/30/2012	The State of Nebraska	Residential Capital, LLC	UNLIQUIDATED	
6153	11/30/2012	State of Ohio	Residential Capital, LLC	UNLIQUIDATED	

Residential Capital, LLC, et al.

Listing of State Attorney General "Consent Judgment" Claims

Claim No	Date Filed	Claimant Name	Debtor Name per KCC	Claims Classification	
				Unsecured	Secured
6159	11/30/2012	State of Indiana	Residential Funding Company, LLC	UNLIQUIDATED	
6161	11/30/2012	State of Indiana	Residential Capital, LLC	UNLIQUIDATED	
6162	11/30/2012	State of Indiana	GMAC Mortgage, LLC	UNLIQUIDATED	
6163	11/30/2012	State of Arizona and its Agencies	RFC Borrower LLC	UNLIQUIDATED	
6164	11/30/2012	State of Arizona and its Agencies	RFC Construction Funding, LLC	UNLIQUIDATED	
6165	11/30/2012	State of Arizona and its Agencies	RFC REO LLC	UNLIQUIDATED	
6166	11/30/2012	State of Ohio	GMAC Mortgage, LLC	UNLIQUIDATED	
6167	11/30/2012	State of Arizona and its Agencies	RFC SFJV-2002, LLC	UNLIQUIDATED	
6168	11/30/2012	State of Arizona and its Agencies	RFC Asset Holdings II, LLC	UNLIQUIDATED	
6169	11/30/2012	State of Arizona and its Agencies	RFC Asset Management, LLC	UNLIQUIDATED	
6170	11/30/2012	State of Arizona and its Agencies	Residential Funding Real Estate Holdings, LLC	UNLIQUIDATED	
6171	11/30/2012	State of Arizona and its Agencies	Residential Mortgage Real Estate Holdings, LLC	UNLIQUIDATED	
6172	11/30/2012	State of Arizona and its Agencies	Residential Funding Mortgage Securities I, Inc.	UNLIQUIDATED	
6174	11/30/2012	State of Arizona and its Agencies	Residential Funding Mortgage Exchange, LLC	UNLIQUIDATED	
6175	11/30/2012	State of Arizona and its Agencies	RFC-GSAP Servicer Advance, LLC	UNLIQUIDATED	
6176	11/30/2012	State of Arizona and its Agencies	Residential Consumer Services, LLC	UNLIQUIDATED	
6177	11/30/2012	State of Arizona and its Agencies	Residential Funding Mortgage Securities II, Inc.	UNLIQUIDATED	
6178	11/30/2012	State of Arizona and its Agencies	Residential Consumer Services of Alabama, LLC	UNLIQUIDATED	
6179	11/30/2012	State of Arizona and its Agencies	Residential Consumer Services of Ohio, LLC	UNLIQUIDATED	
6180	11/30/2012	State of Arizona and its Agencies	Residential Consumer Services of Texas, LLC	UNLIQUIDATED	
6181	11/30/2012	State of Arizona and its Agencies	Residential Accredited Loans, Inc.	UNLIQUIDATED	
6182	11/30/2012	State of Arizona and its Agencies	Residential Asset Mortgage Products, Inc.	UNLIQUIDATED	
6183	11/30/2012	State of Arizona and its Agencies	Residential Asset Securities Corporation	UNLIQUIDATED	
6184	11/30/2012	State of Arizona and its Agencies	RAHI Real Estate Holdings, LLC	UNLIQUIDATED	
6185	11/30/2012	State of Arizona and its Agencies	RCSFJV2004, LLC	UNLIQUIDATED	
6186	11/30/2012	State of Arizona and its Agencies	RAHI B, LLC	UNLIQUIDATED	
6187	11/30/2012	State of Arizona and its Agencies	PATI Real Estate Holdings, LLC	UNLIQUIDATED	
6188	11/30/2012	State of Arizona and its Agencies	RAHI A, LLC	UNLIQUIDATED	
6189	11/30/2012	State of Arizona and its Agencies	Passive Asset Transactions, LLC	UNLIQUIDATED	
6190	11/30/2012	State of Arizona and its Agencies	PATI A, LLC	UNLIQUIDATED	
6191	11/30/2012	State of Arizona and its Agencies	PATI B, LLC	UNLIQUIDATED	
6192	11/30/2012	State of Arizona and its Agencies	Home Connects Lending Services, LLC	UNLIQUIDATED	
6193	11/30/2012	Office of Attorney General, State of North Dakota	GMAC Mortgage, LLC	UNLIQUIDATED	
6194	11/30/2012	State of Arizona and its Agencies	Homecomings Financial Real Estate Holdings, LLC	UNLIQUIDATED	
6195	11/30/2012	State of Arizona and its Agencies	Homecomings Financial, LLC	UNLIQUIDATED	
6196	11/30/2012	State of Arizona and its Agencies	GMACM REO LLC	UNLIQUIDATED	
6197	11/30/2012	State of Arizona and its Agencies	GMACR Mortgage Products, LLC	UNLIQUIDATED	
6198	11/30/2012	State of Arizona and its Agencies	HFN REO Sub II, LLC	UNLIQUIDATED	
6199	11/30/2012	State of Hawaii	Residential Funding Company, LLC	UNLIQUIDATED	
6200	11/30/2012	State of Arizona and its Agencies	Equity Investment I, LLC	UNLIQUIDATED	
6201	11/30/2012	State of Arizona and its Agencies	Executive Trustee Services, LLC	UNLIQUIDATED	
6202	11/30/2012	State of Arizona and its Agencies	ETS of Washington, Inc.	UNLIQUIDATED	
6203	11/30/2012	State of Arizona and its Agencies	ETS of Virginia, Inc.	UNLIQUIDATED	
6204	11/30/2012	California Department of Justice	GMAC Mortgage, LLC	UNLIQUIDATED	
6205	11/30/2012	State of Arizona and its Agencies	GMAC Mortgage USA Corporation	UNLIQUIDATED	
6206	11/30/2012	State of New Jersey	GMAC Mortgage, LLC	UNLIQUIDATED	
6207	11/30/2012	State of Arizona and its Agencies	GMAC-RFC Holding Company, LLC	UNLIQUIDATED	
6208	11/30/2012	State of Arizona and its Agencies	GMAC Model Home Finance I, LLC	UNLIQUIDATED	
6209	11/30/2012	State of Utah	Residential Capital, LLC	UNLIQUIDATED	
6210	11/30/2012	State of Arizona and its Agencies	GMAC RH Settlement Services, LLC	UNLIQUIDATED	
6211	11/30/2012	Office of the Maryland Attorney General	Residential Funding Company, LLC	UNLIQUIDATED	
6214	11/30/2012	State of Arizona and its Agencies	GMACM Borrower LLC	UNLIQUIDATED	
6215	11/30/2012	State of Arizona and its Agencies	GMAC Residential Holding Company, LLC	UNLIQUIDATED	
6216	11/30/2012	State of Arizona and its Agencies	EPRE LLC	UNLIQUIDATED	
6217	11/30/2012	State of Arizona and its Agencies	DOA Holding Properties, LLC	UNLIQUIDATED	
6218	11/30/2012	Office of the Maryland Attorney General	Residential Capital, LLC	UNLIQUIDATED	
6219	11/30/2012	State of Arizona and its Agencies	GMAC Mortgage, LLC	UNLIQUIDATED	
6220	11/30/2012	State of Arizona and its Agencies	ditech, LLC	UNLIQUIDATED	
6221	11/30/2012	State of Arizona and its Agencies	Residential Capital, LLC	UNLIQUIDATED	
6222	11/30/2012	State of Arizona and its Agencies	Residential Funding Company, LLC	UNLIQUIDATED	
6223	11/30/2012	State of Arizona and its Agencies	DOA Properties IX (Lots-Other), LLC	UNLIQUIDATED	
6224	11/30/2012	State of Arizona and its Agencies	Ladue Associates, Inc.	UNLIQUIDATED	
6225	11/30/2012	Office of the Maryland Attorney General	GMAC Mortgage, LLC	UNLIQUIDATED	
6229	11/30/2012	Mississippi Attorney Generals Office	Residential Capital, LLC	UNLIQUIDATED	
6230	11/30/2012	Mississippi Attorney Generals Office	GMAC Mortgage, LLC	UNLIQUIDATED	
6232	11/30/2012	Mississippi Attorney Generals Office	Residential Funding Company, LLC	UNLIQUIDATED	
6233	11/30/2012	Louisiana Attorney Generals Office	Residential Funding Company, LLC	UNLIQUIDATED	
6235	11/30/2012	Louisiana Attorney Generals Office	GMAC Mortgage, LLC	UNLIQUIDATED	
6239	11/30/2012	The State of Michigan - Office of Attorney General	GMAC Mortgage, LLC	UNLIQUIDATED	
6241	11/30/2012	State of Utah	Residential Funding Company, LLC	UNLIQUIDATED	
6242	11/30/2012	State of Utah	GMAC Mortgage, LLC	UNLIQUIDATED	
6243	11/30/2012	Louisiana Attorney Generals Office	Residential Capital, LLC	UNLIQUIDATED	
6244	11/30/2012	The State of Michigan - Office of Attorney General	Residential Funding Company, LLC	UNLIQUIDATED	
6247	11/30/2012	The State of Delaware	Residential Capital, LLC		UNLIQUIDATED
6248	11/30/2012	The State of Michigan - Office of Attorney General	Residential Capital, LLC	UNLIQUIDATED	
6249	11/30/2012	State of New Jersey	Residential Capital, LLC	UNLIQUIDATED	
6250	11/30/2012	The State of Delaware	GMAC Mortgage, LLC	UNLIQUIDATED	UNLIQUIDATED
6251	11/30/2012	Office of the Minnesota Attorney General	Residential Funding Company, LLC	UNLIQUIDATED	
6252	11/30/2012	Office of the Nevada Attorney General	Residential Funding Company, LLC	UNLIQUIDATED	
6253	11/30/2012	Office of the Minnesota Attorney General	GMAC Mortgage, LLC	UNLIQUIDATED	
6254	11/30/2012	Office of the Minnesota Attorney General	Residential Capital, LLC	UNLIQUIDATED	
6255	11/30/2012	California Department of Justice	Residential Funding Company, LLC	UNLIQUIDATED	
6256	11/30/2012	Office of the Nevada Attorney General	GMAC Mortgage, LLC	UNLIQUIDATED	
6263	11/30/2012	Office of Attorney General, State of North Dakota	Residential Funding Company, LLC	UNLIQUIDATED	

Residential Capital, LLC, et al.

Listing of State Attorney General "Consent Judgment" Claims

Claim No	Date Filed	Claimant Name	Debtor Name per KCC	Claims Classification	
				Unsecured	Secured
6264	11/30/2012	State of New Jersey	Residential Funding Company, LLC	UNLIQUIDATED	
6265	11/30/2012	Office of Attorney General, State of North Dakota	Residential Capital, LLC	UNLIQUIDATED	
6275	11/29/2012	Commonwealth of Pennsylvania	Residential Capital, LLC	UNLIQUIDATED	
6276	11/29/2012	Commonwealth of Pennsylvania	GMAC Mortgage, LLC	UNLIQUIDATED	
6287	12/3/2012	Office of the Maryland Attorney General	GMAC Mortgage, LLC	UNLIQUIDATED	
6288	12/3/2012	Office of the Maryland Attorney General	Residential Funding Company, LLC	UNLIQUIDATED	
6289	12/3/2012	Office of the Maryland Attorney General	Residential Capital, LLC	UNLIQUIDATED	
6290	12/3/2012	State of Ohio	GMAC Mortgage, LLC	UNLIQUIDATED	
6314	12/3/2012	State of Ohio	Residential Capital, LLC	UNLIQUIDATED	
6327	11/29/2012	Commonwealth of Pennsylvania	Residential Funding Company, LLC	UNLIQUIDATED	
6396	12/11/2012	State of New Mexico, ex rel. Attorney General Gary K. King	GMAC Mortgage, LLC	\$1.00	